

Jones Roger  
Form 4  
February 21, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jones Roger

2. Issuer Name and Ticker or Trading Symbol  
TransDigm Group INC [TDG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
TRANSDIGM GROUP  
INCORPORATED, 1301 E. 9TH  
ST., SUITE 3000

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2018

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Executive Vice President

(Street)  
CLEVELAND, OH 44114

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock	02/20/2018		M		5,000 A \$ 27.08	9,000	D	
Common Stock	02/20/2018		S		200 D \$ 297.12 (1)	8,800	D	
Common Stock	02/20/2018		S		2,300 D \$ 298.512 (2)	6,500	D	
Common Stock	02/20/2018		S		1,400 D \$ 299.4651 (3)	5,100	D	
	02/20/2018		S		900 D	4,200	D	

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Common Stock					\$			
					300.2889			
					(4)			
Common Stock	02/20/2018		S	200	D	\$ 301.12	4,000	D
						(5)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.
Stock Option	\$ 27.08	02/20/2018		M	5,000	09/30/2009 11/17/2018	Common Stock	5,000

## Reporting Owners

### Reporting Owner Name / Address

Jones Roger  
 TRANSDIGM GROUP INCORPORATED  
 1301 E. 9TH ST., SUITE 3000  
 CLEVELAND, OH 44114

### Relationships

Director 10% Owner Officer Other

Executive Vice President

## Signatures

Halle Fine Terrion as attorney in fact for Roger Jones.

02/21/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$296.67 - \$297.57.
  - (1) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
    - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$297.89 - \$298.86.
    - (2) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
      - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$299.03 - \$299.73.
      - (3) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
        - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$300.06 - \$300.60.
        - (4) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
          - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$301.09 - \$301.15.
          - (5) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

### Remarks:

All transactions reported here under were made pursuant to an established 10b5-1 plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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